

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

LINDA FLINT EDGE,	)	
Plaintiff,	)	
	)	
v.	)	No. 04-12134 DPW
	)	
NORFOLK FINANCIAL CORPORATION	)	
and DANIEL W. GOLDSTONE,	)	
Defendants.	)	

**DECLARATION OF EDWIN E. SMITH**

Edwin E. Smith declares under penalty of perjury, as provided for by the laws of the United States, 28 U.S.C. §1746, that the following statements are true and correct:

1. I am a partner at Bingham McCutchen LLP where I chair the Finance Related Area. I was appointed a Massachusetts Uniform Law Commissioner in 1993 by Governor Weld and have been serving the Commonwealth in that capacity since that time. I was admitted to the practice of law in Massachusetts in 1974.

2. I was appointed in 1993 as a member of the Drafting Committee to revise Article 9 of the Uniform Commercial Code (UCC) by the National Conference of Commissioners of Uniform State Laws (NCCUSL) and served on that Committee for five years.

3. I know Yvonne W. Rosmarin from the uniform law process. She participated in the redrafting of UCC Article 9 as an Official Observer to the Drafting Committee representing low income consumers. She has also participated as an Official Observer to the UCC Article 2 Drafting Committee. She was asked to serve in this prestigious position with only a few other consumer advocates, based upon her knowledge and experience in the area of consumer credit law and the UCC. It was through her work in the uniform law process that she became a member

of the American Law Institute.

4. I have observed Ms. Rosmarin in the uniform law process and, thereby am familiar with her qualifications, knowledge and experience in the area of consumer credit law. I am also familiar with the billing rates for lawyers with similar qualifications, knowledge and experience. Ms. Rosmarin's hourly rate of \$325.00 falls well within that range. Her rate is not only reasonable, but may be on the low side of the scale for persons of similar qualifications in this area.

Executed at Boston, Massachusetts on

May 17, 2005

  
Edwin E. Smith